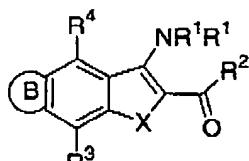


Amendments to the Claims:

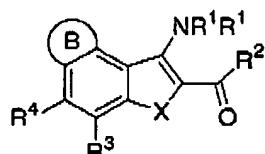
This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Presently amended) A compound selected from Formula Ia and Formula Ib



Ia



Ib

where

X is O or S;

R¹ is in each instance independently selected from H, C₁-C₆ alkyl, benzoyl, and C(O)R^A;

R^A is in each instance independently H, (C₁-C₆)alkoxy, NR^BR^B, or (C₁-C₆)alkyl, said alkyl being optionally substituted with OH, =O, (C₁-C₃)alkoxy, C(O)R^B, halo and or NR^BR^B;

R^B is in each instance independently H, (C₃-C₆)cycloalkyl, and or (C₁-C₆)alkyl, said alkyl being optionally substituted with

OH, =O, halo, (C₁-C₆)alkoxy, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, NC(O)(C₁-C₃)alkyl and or phenyl,

and where R^B, when it is attached to a N atom, is in each instance (C₁-C₄)alkyl, then the 2 (C₁-C₄)alkyl groups, taken together with the N atom to which they are attached, may be joined together to form a saturated ring,

and where R^B and R^B together with the N to which they are attached may form a

morpholinyl ring or a piperazinyl ring optionally substituted on the available N atom with (C₁-C₆)alkyl, said alkyl being optionally substituted with OH, =O, NH₂, NH(C₁-C₃)alkyl, N[(C₁-C₃)alkyl]₂, and or (C₁-C₆)alkoxy, and with the proviso that when R^B is attached to S(O) or to S(O)₂, it cannot be H; R² is selected from

phenyl and naphthyl, each optionally substituted with 1, 2, or 3 substitutents each independently selected from

OH, CN, NO₂, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, (C₃-C₆)cycloalkyl, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)R^A, C(O)NR^BR^B, NR^BR^B, NH[(C₁-C₆)alkyl]₀₋₁S(O)₂R^B, NH[(C₁-C₆)alkyl]₀₋₁C(O)R^A, and NH[(C₁-C₆)alkyl]₀₋₁C(O)OR^B,

a heterocycle selected from a six membered heterocycle, a five membered heterocycle and a fused bicyclic heterocycle, each heterocycle being optionally substituted with 1, 2 or 3 substitutents each independently selected from

OH, CN, NO₂, (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, (C₁-C₆)alkoxy, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, C(O)R^A, C(O)NR^BR^B, NR^BR^B, NH[(C₁-C₆)alkyl]₀₋₁S(O)₂R^B, NH[(C₁-C₆)alkyl]₀₋₁C(O)R^A, and NH[(C₁-C₆)alkyl]₀₋₁C(O)OR^B,

R³ and R⁴ are each independently selected from H, halo, OH, CN, (C₁-C₃)alkoxy, (C₁-C₃)alkyl, halo(C₁-C₃)alkoxy and halo(C₁-C₃)alkyl with the proviso that when X in Formula Ib is S, then R⁴ cannot be (C₁-C₃)alkyl;

B is a 5 or 6 membered cyclic moiety being optionally substituted with 1 or 2 substituents each independently selected from =O, OH, N oxide, halo, halo(C₁-C₆)alkyl, halo(C₁-C₆)alkoxy, (C₁-C₆)alkyl, (C₁-C₃)alkylphenyl, (C₁-C₆)alkoxy, C(O)R^A, C(O)OR^B, C(O)NR^BR^B, NR^BR^B, NH[(C₁-C₆)alkyl]₀₋₁S(O)₂R^B, and NH[(C₁-C₆)alkyl]₀₋₁C(O)R^A;

or a pharmaceutically acceptable salt or ester thereof.

2. (Original) A compound of claim 1 comprising a compound of Formula Ia.
3. (Original) A compound of claim 1 comprising a compound of Formula Ib.
4. (Original) A compound of claim 2 where R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
5. (Original) A compound of claim 2 where at least one R¹ is H.
6. (Original) A compound of claim 2 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
7. (Original) A compound of claim 2 where R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
8. (Original) A compound of claim 6 where R² is optionally substituted with 1 or 2 substituents and R³ and R⁴ are each independently selected from H, OH, Cl, F, CN, CH₃, OCH₃, CF₃ and OCF₃.
9. (Previously presented) A compound of claim 7 where optionally substituted B contains no unsaturation other than the shared double bond which is part of the phenyl ring to which B is fused.
10. (Presently amended) A compound of claim 9 where B is substituted with =O, OH, Cl, F, (C₁-C₆)alkyl, (C₁-C₆)alkoxy, NR^BR^B, CF₃ and or OCF₃.
11. (Original) A compound of claim 3 where R² is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
12. (Original) A compound of claim 3 where at least one R¹ is H.
13. (Original) A compound of claim 3 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.

14. (Original) A compound of claim 3 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted, and B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
15. (Original) A compound of claim 13 where R^2 is optionally substituted with 1 or 2 substituents and R^3 and R^4 are each independently selected from H, OH, Cl, F, CN, CH_3 , OCH_3 , CF_3 and OCF_3 .
16. (Previously presented) A compound of claim 14 where optionally substituted B contains no unsaturation other than the shared double bond which is part of the phenyl ring to which B is fused.
17. (Presently amended) A compound of claim 16 where B is substituted with =O, OH, Cl, F, (C_1-C_6) alkyl, (C_1-C_6) alkoxy, NR^BR^B , CF_3 and or OCF_3 .
18. (Original) A composition comprising a compound of Formula Ia or Formula Ib.
19. (Original) A composition of claim 18 comprising a compound of Formula Ia.
20. (Original) A composition of claim 18 comprising a compound of Formula Ib.
21. (Original) A composition of claim 19 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
22. (Original) A composition of claim 21 where at least one R^1 is H.
23. (Original) A composition of claim 21 where B is selected from a ring having all C atoms and a ring having one heteroatom, each being optionally substituted.
24. (Original) A composition of claim 20 where R^2 is selected from phenyl, a six membered heterocycle and a 5 membered heterocycle, each being optionally substituted.
25. (Original) A composition of claim 24 where at least one R^1 is H.

26. (Original) A composition of claim 24 where **B** is selected from a ring having all **C** atoms and a ring having one heteroatom, each being optionally substituted.

27-31 (Cancelled)